

ULTIMATE SPIDER-MAN®

ISSUE
123



**BENDIS
IMMONEN
von GRAWBADGER
PONSOR**

The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high-school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!

ULTIMATE
SPIDER-MAN



PREVIOUSLY IN ULTIMATE SPIDER-MAN...

Peter Parker and Mary Jane have gotten back together, leaving his troubled relationship with Kitty Pryde (of the world-famous X-Men) in shambles. To complicate matters even further, Kitty, who was kicked out of the X-Men, now goes to school with them!

But that's not the end of his problems!

Some time ago, Peter was attacked by his good friend Eddie Brock, who, under the control of the dangerous organism known as Venom, has a vendetta against Spider-Man. Managing to escape Venom's assault, Peter discovered that the Venom organism was accidentally created years before by none other than Peter and Eddie's fathers. This deadly legacy has now caught up to Peter, and though he thinks Venom is gone from his life, things are about to change...

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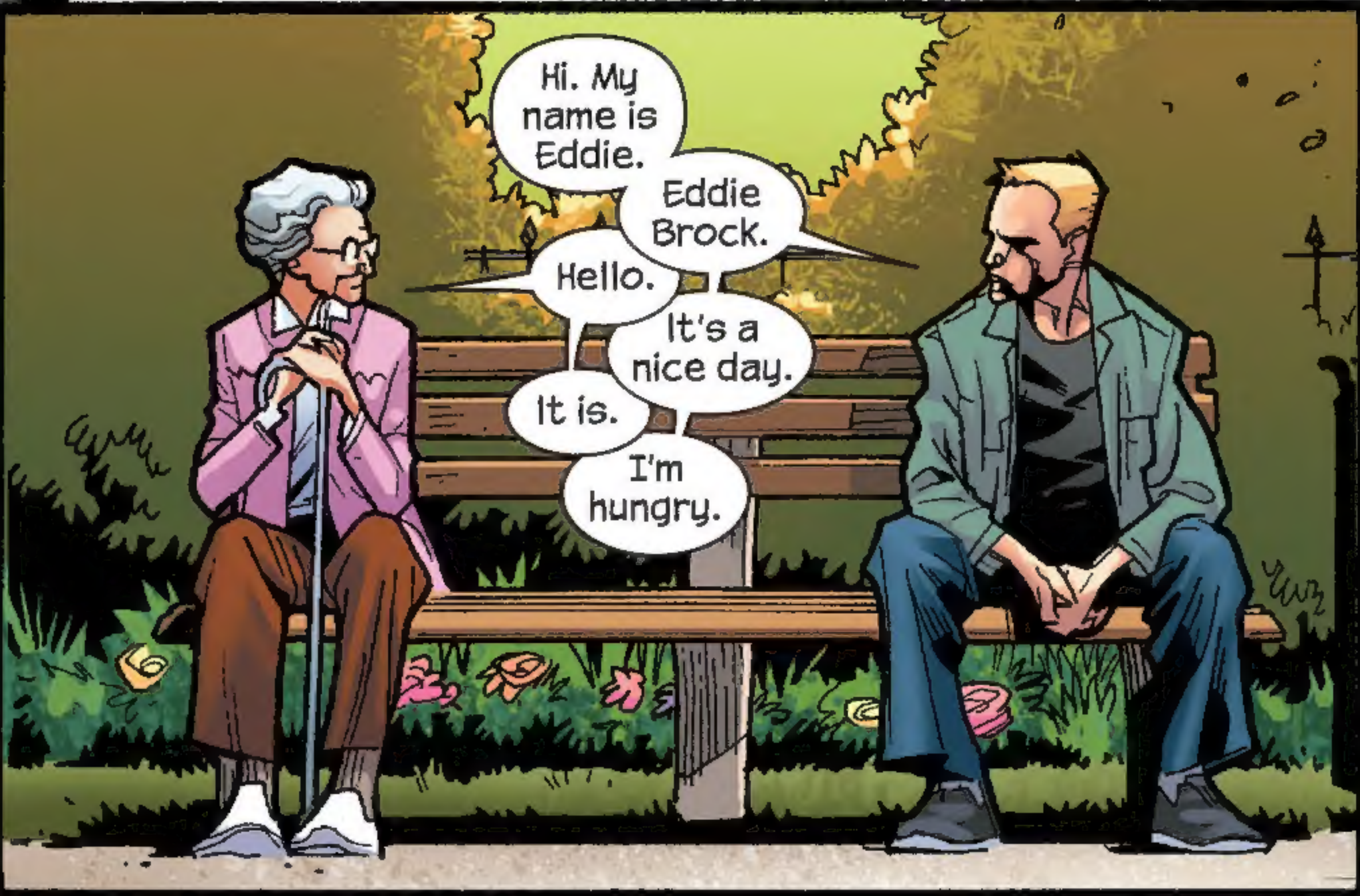
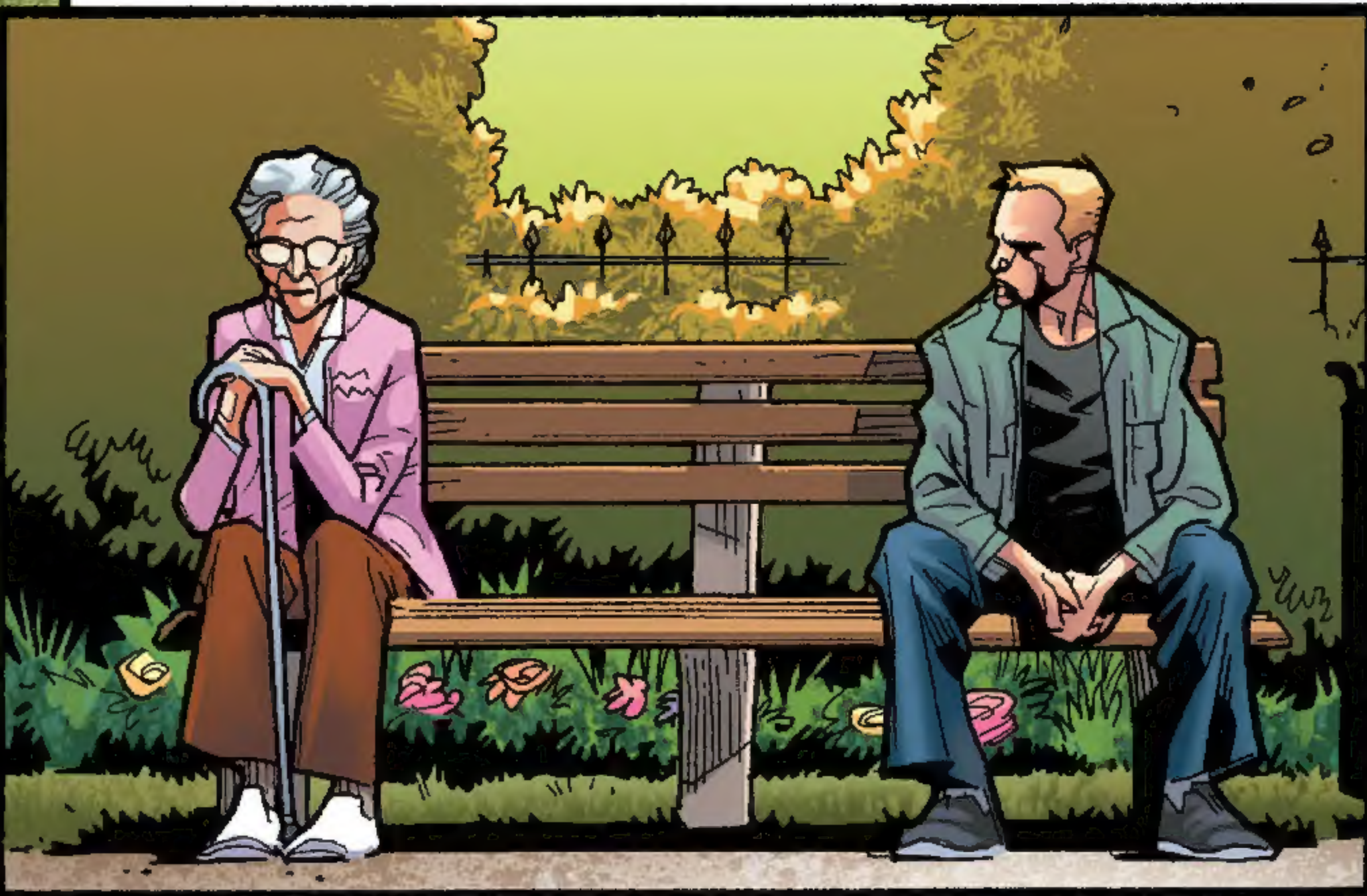
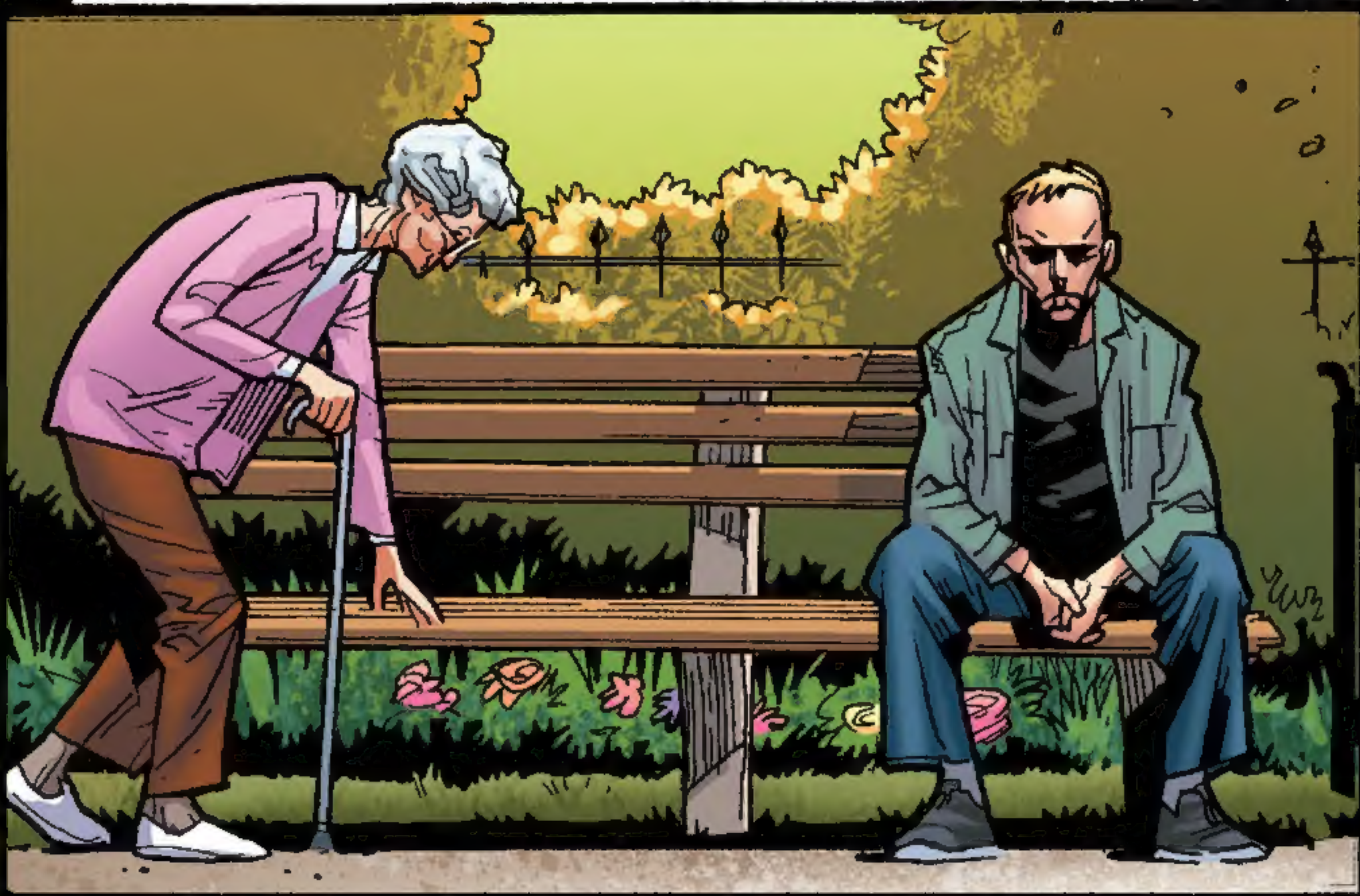
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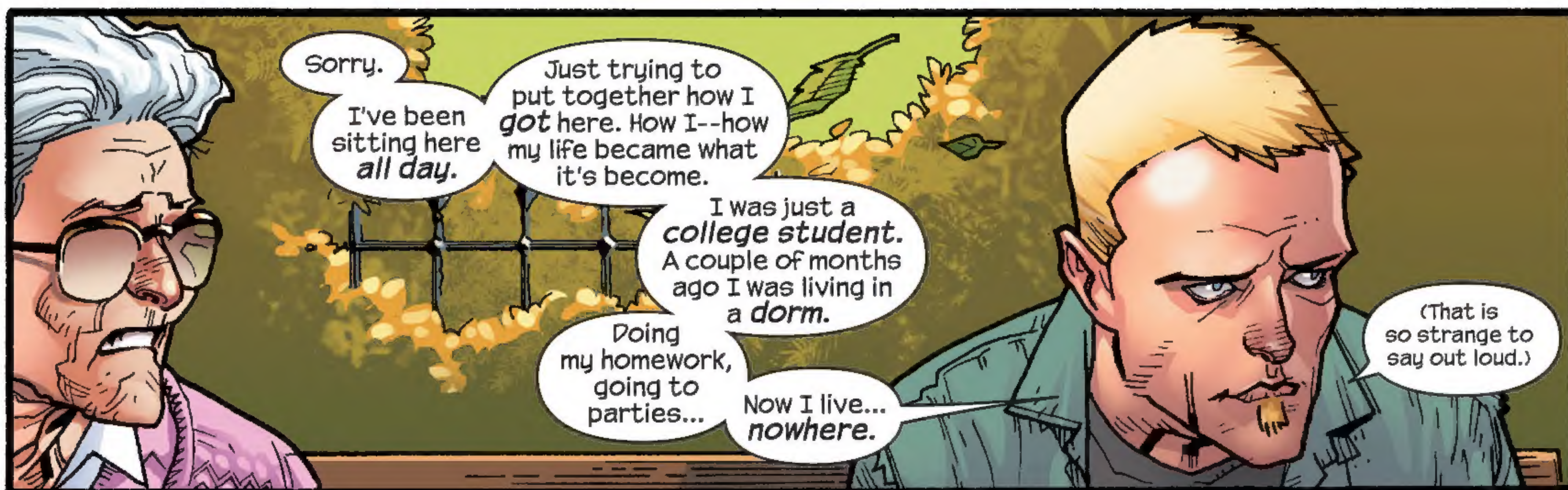
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Sorry.

I've been sitting here *all day*.

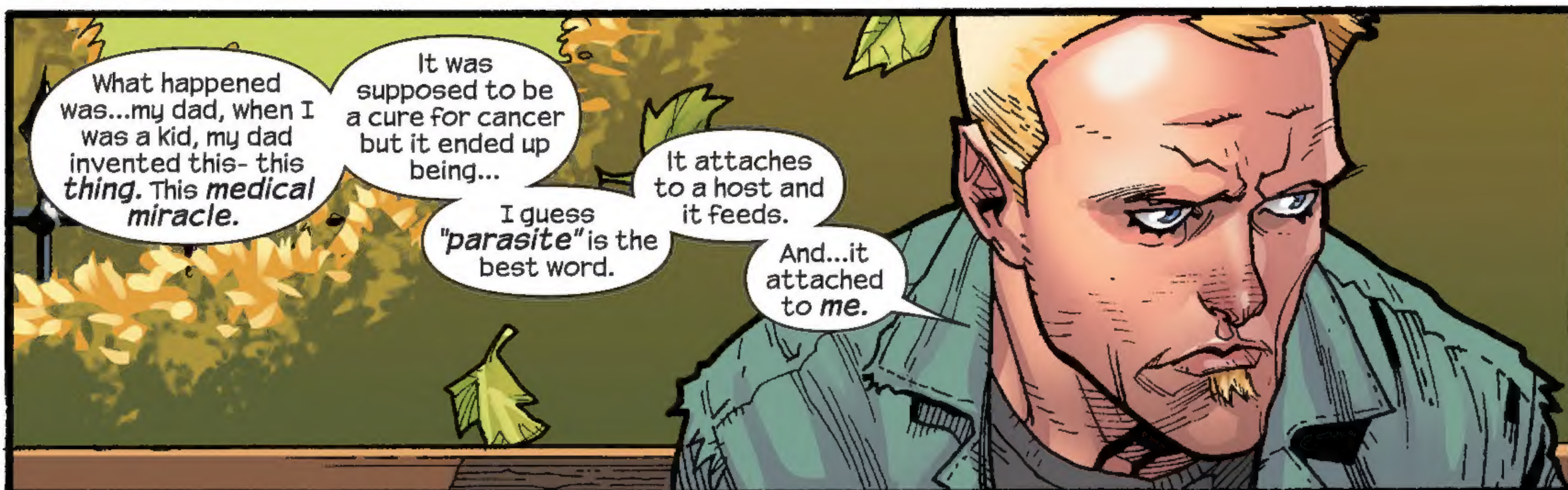
Just trying to put together how I *got* here. How I--how my life became what it's become.

I was just a *college student*. A couple of months ago I was living in a *dorm*.

Doing my homework, going to parties...

Now I live... *nowhere*.

(That is so strange to say out loud.)



What happened was...my dad, when I was a kid, my dad invented this- this *thing*. This *medical miracle*.

It was supposed to be a cure for cancer but it ended up being...

I guess "*parasite*" is the best word.

It attaches to a host and it feeds.

And...it attached to *me*.

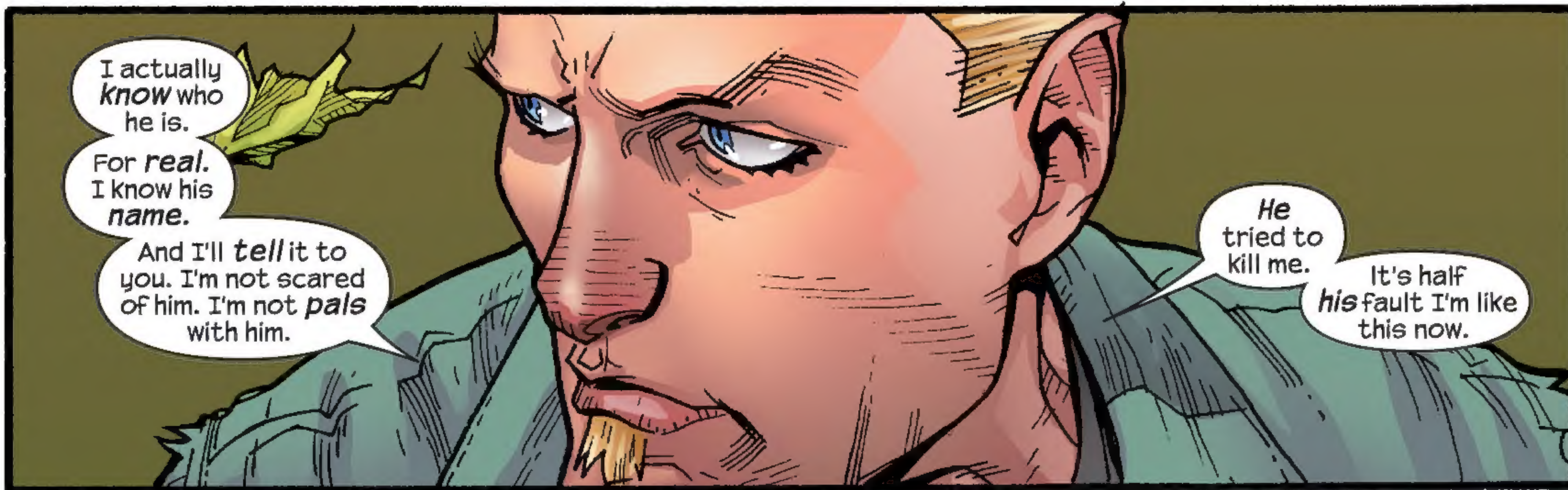


And all of a sudden I'm not *me* anymore. I'm this- this *thing*.

This super-powered thing. And all of a sudden me and Spider-Man are throwing down.

Yeah, I got into a big fight with Spider-Man. *Me*.

It was on the news.



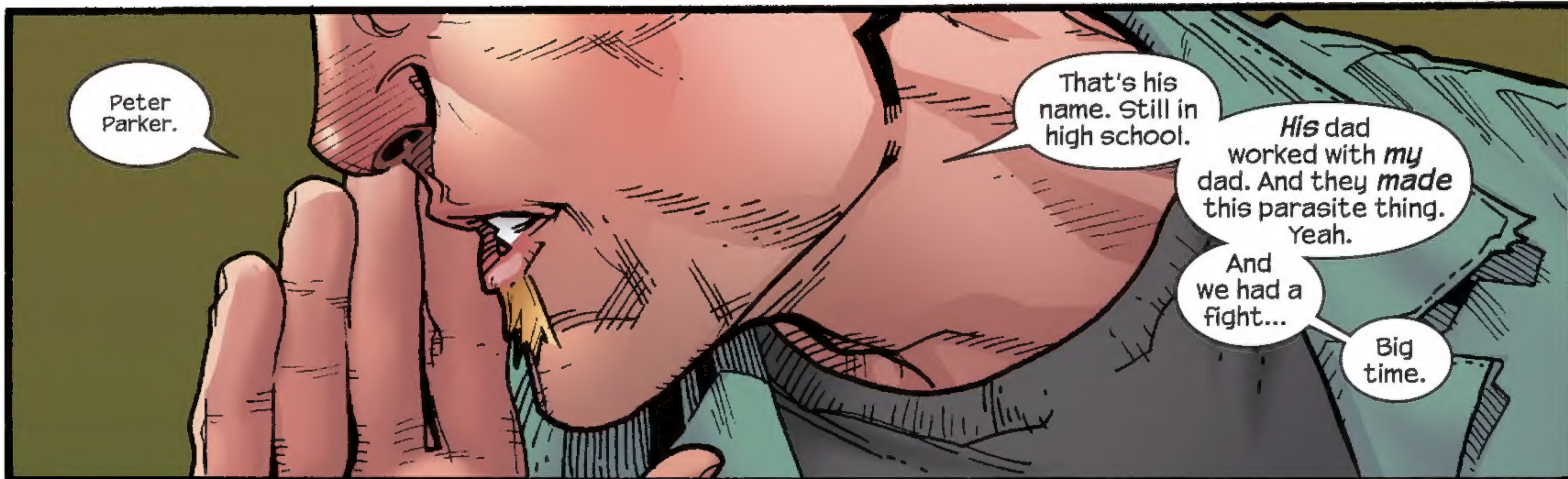
I actually *know* who he is.

For *real*. I know his *name*.

And I'll *tell* it to you. I'm not scared of him. I'm not *pals* with him.

He tried to kill me.

It's half *his* fault I'm like this now.



Peter Parker.

That's his name. Still in high school.

His dad worked with *my* dad. And they *made* this parasite thing. Yeah.

And we had a fight...

Big time.



"And the fight..."

"Okay..."

"It ended badly."



"I'm not sure exactly *what* happened."

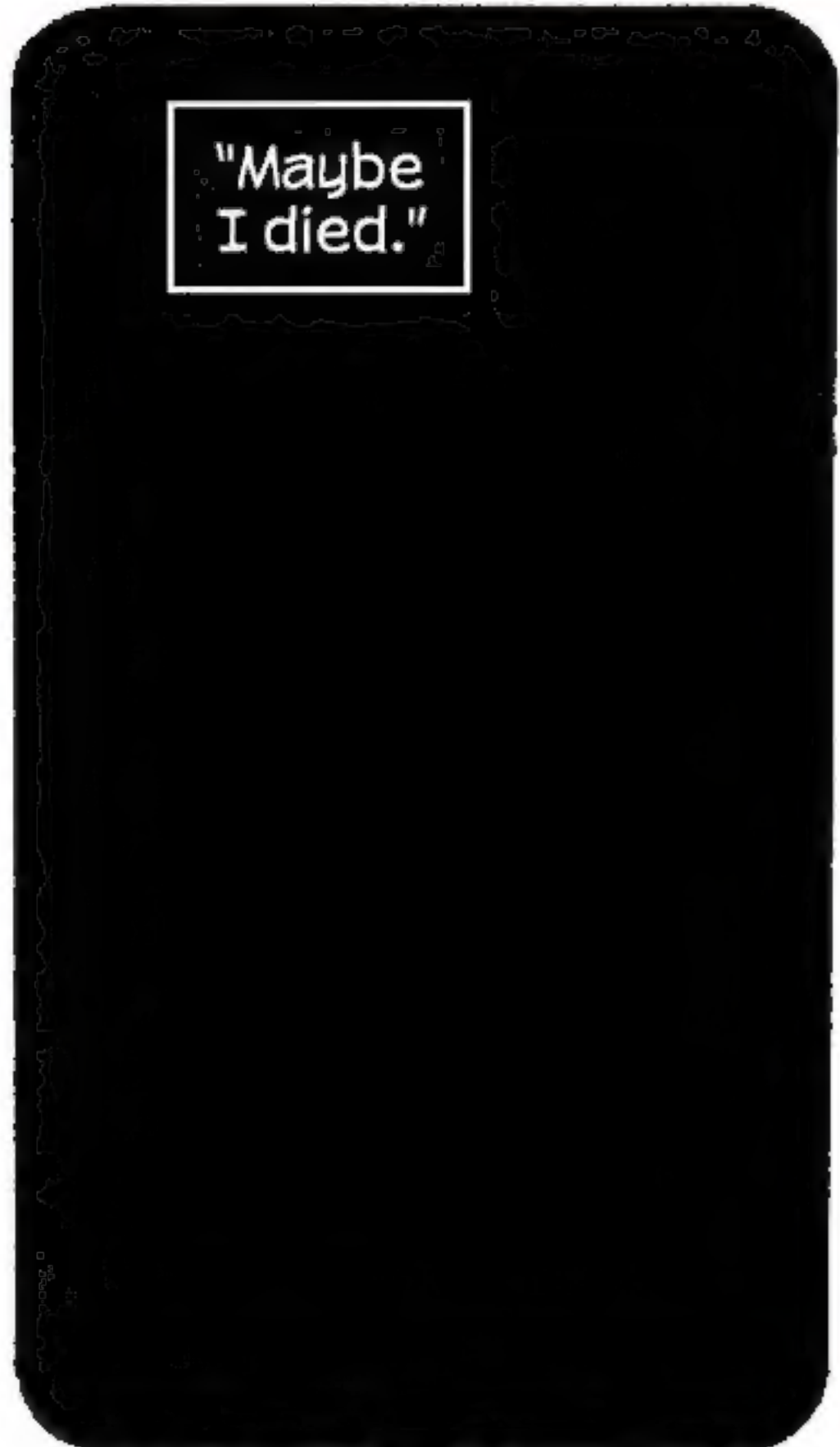
"When I'm... *him*, I-I don't remember too well."

"I remember there was a flash."



"Of light."

"That I remember."



"Maybe I died."



Maybe I'm dead.
I remember the flash of light.
Yeah. But then...





Maybe I'm dead.

But I... I don't think so.

It feels like a dream almost.

Have you ever had a dream that was so real, you're not sure if it really happened?



"My whole life feels like that now.

"I go in and out..."



"And now it's like I have two brains in me.

"Two brains thinking independently of each other.



"One brain is just hungry.

"And the other brain..."

"The other brain wants to know when someone is going to *stop* me.



"When is someone going to put me out of my misery, right?"



"But no one has.

"And here's the thing, all this pain and hunger..."

"All this delirium, after days or weeks..."

"I don't know how long..."

"All of a sudden..."

"I felt..."

"Okay."



"It was him."

"Parker."



"There he was."

"And all of a sudden... I felt *great*."

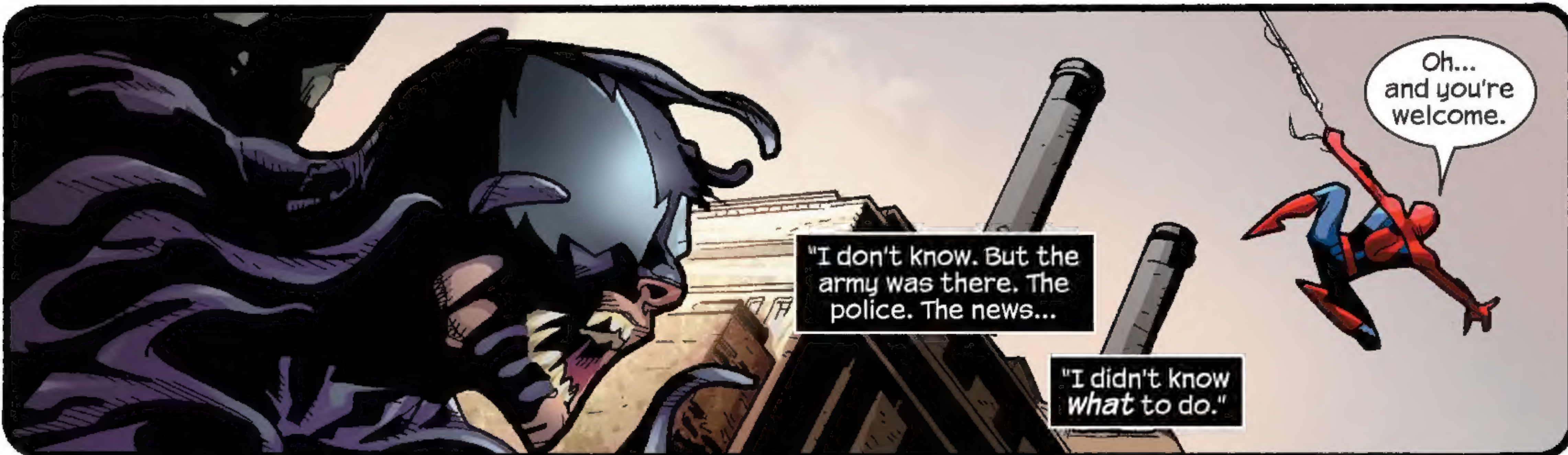
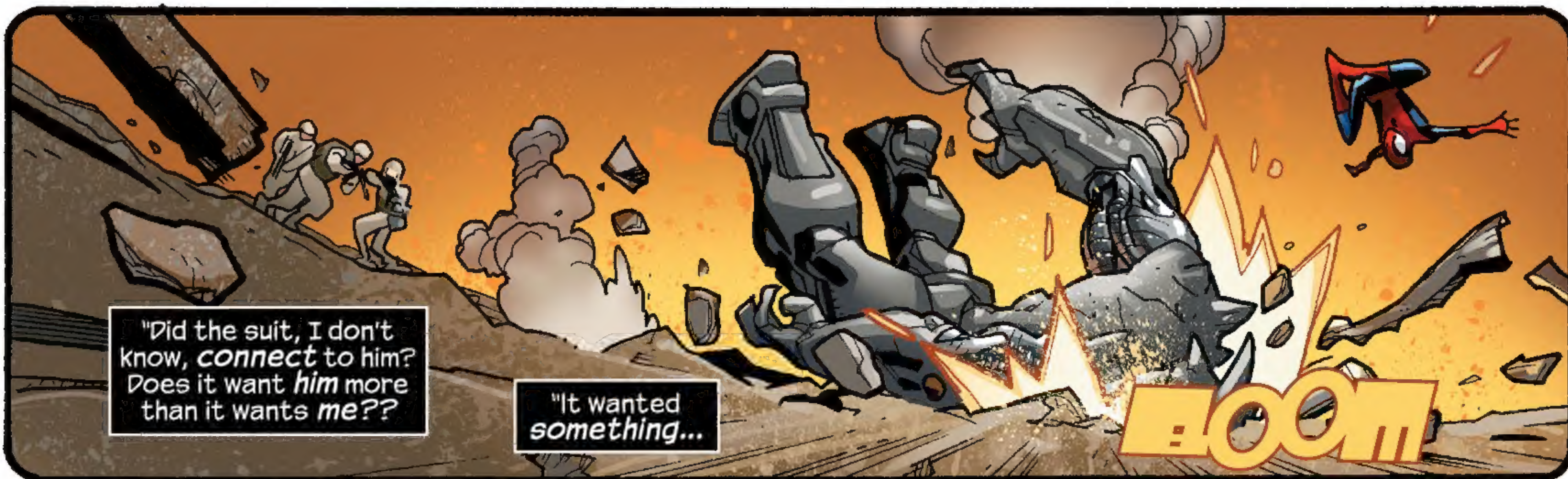


"I felt-- no, see...I didn't feel anything."

"It wasn't *me*."



"It was *him*."





I wish I was smarter...

I wish-
I wish I knew more about what has *happened* to me...

I went to a library, I *tried* to figure it out.

"But you have to have, like, three science-related doctorates to even *wrap your head* around the *theory* of what's happened to me.



"And even *then...*

"I'm a one-of-a-kind thing. There's no article explaining me. You can't Google me."



Whadaya think, Sable?

I think we're getting our bonus checks.

Booyah!

Yummy!



Yummy?

What?

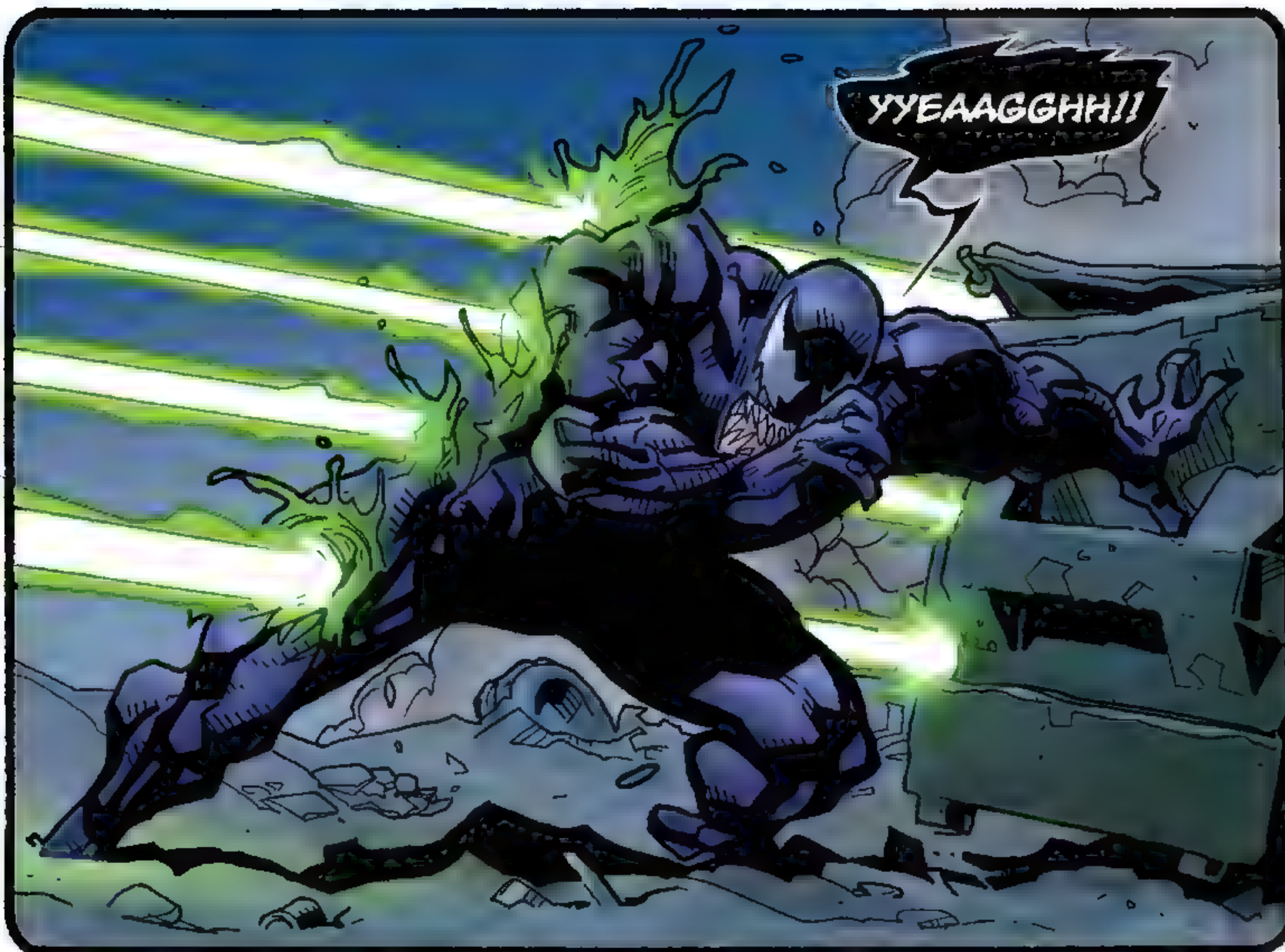
Suit up, Wildpack. Let's go huntin'.

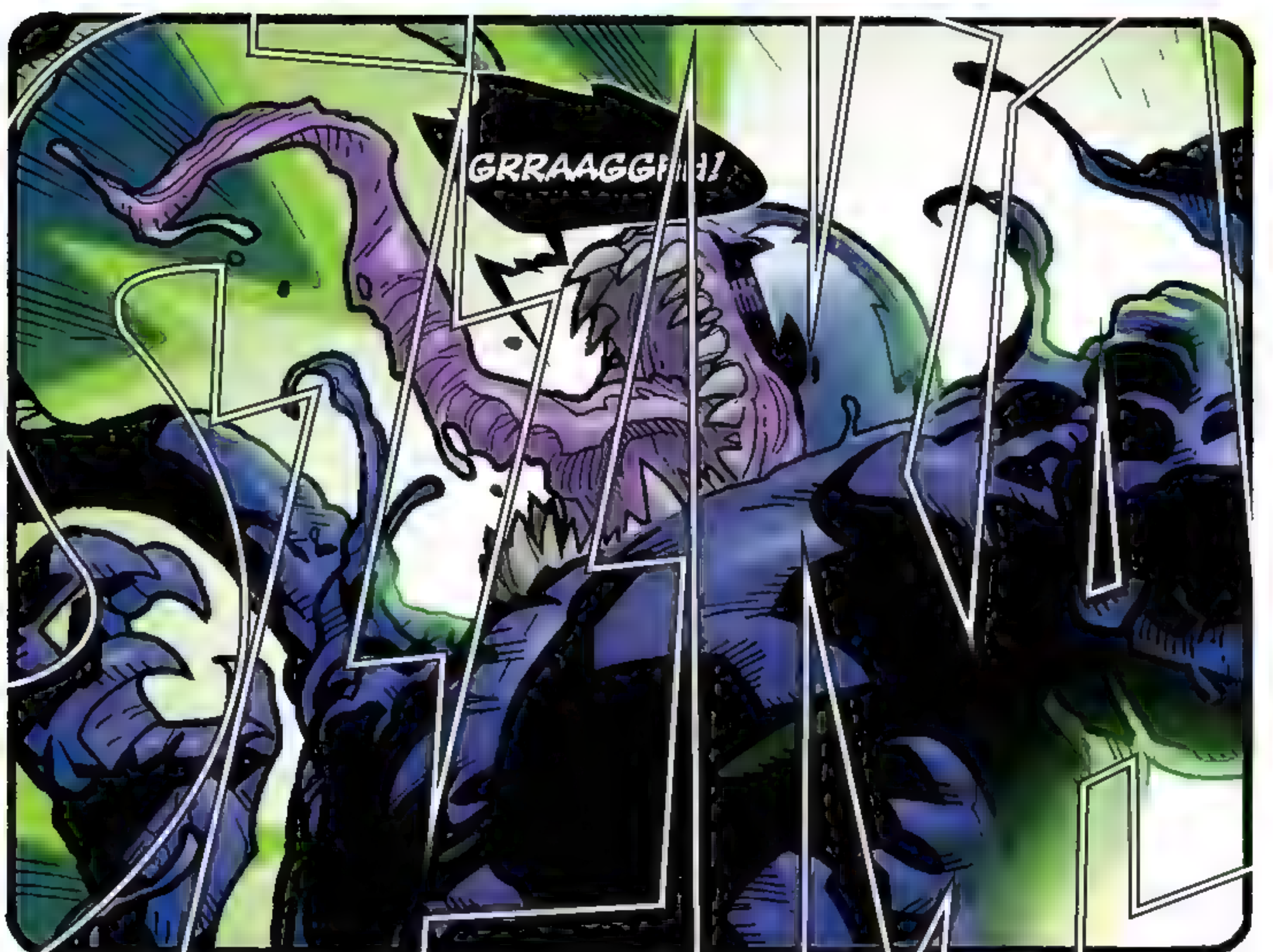
I don't get it, Sable, where's the black suit?

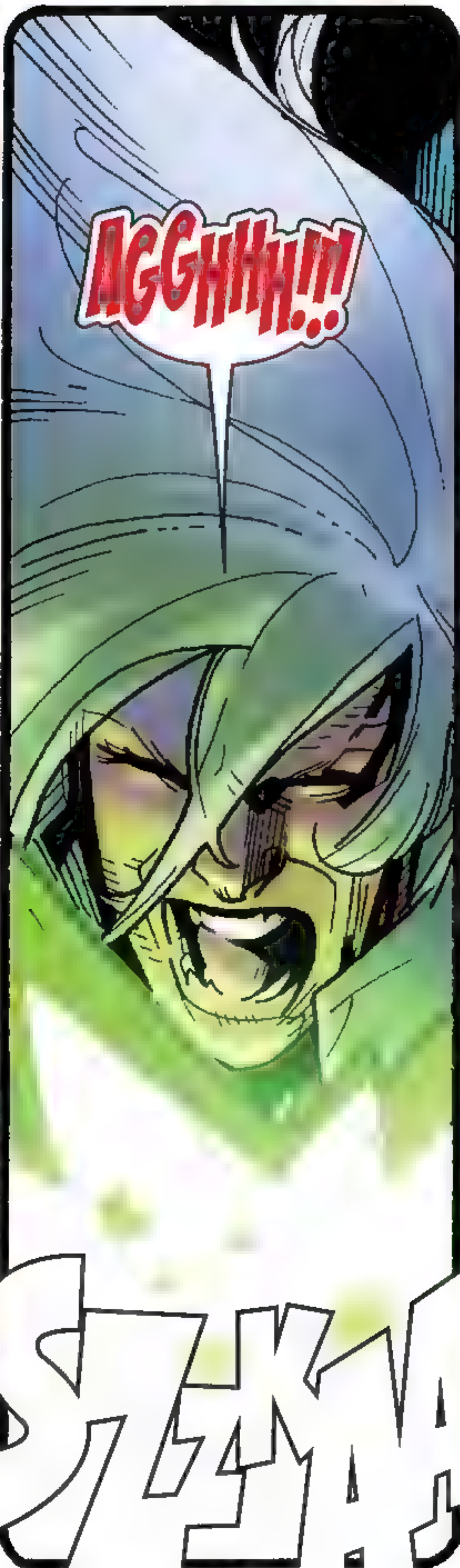
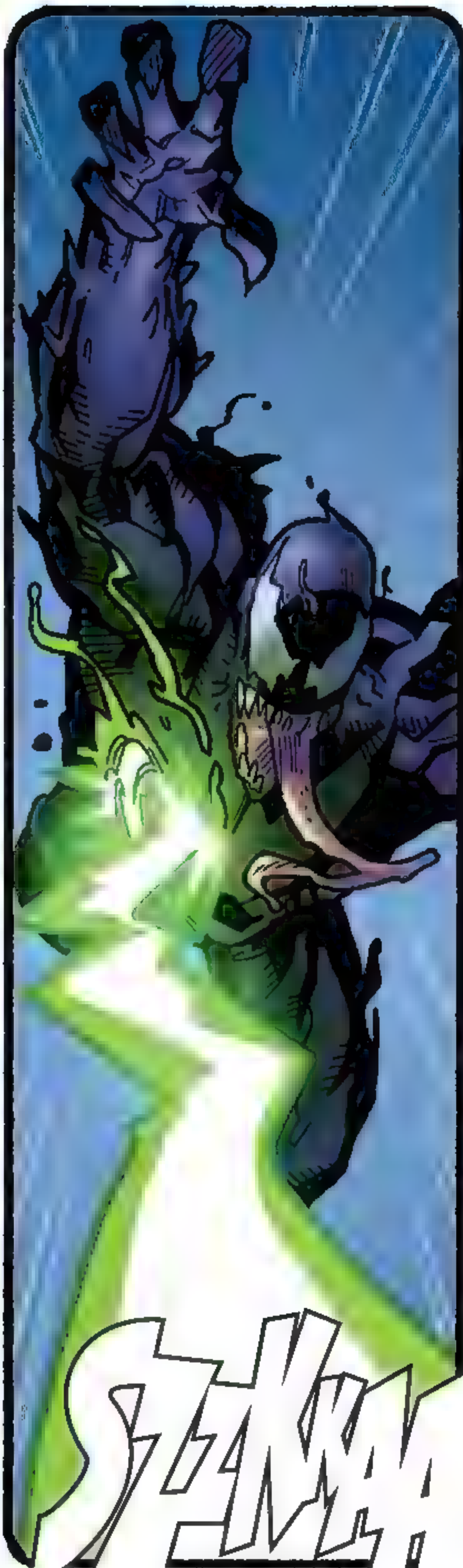
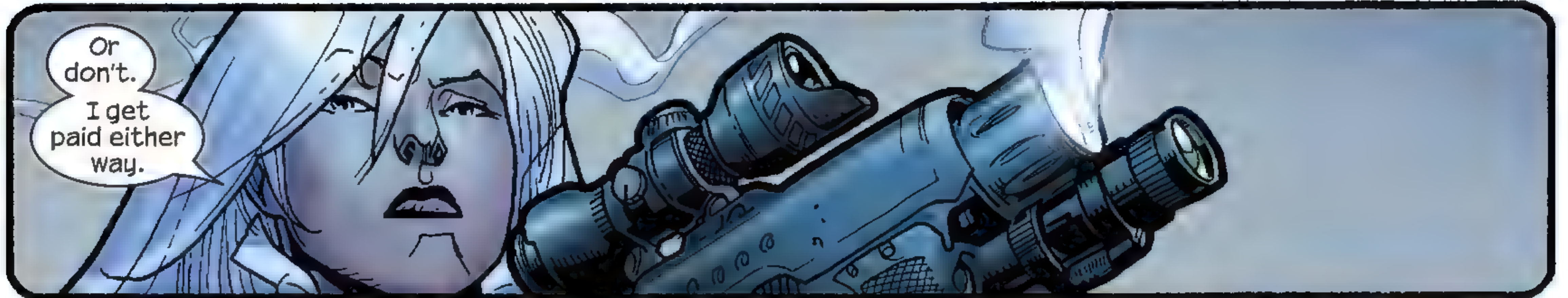
The money's for the suit, right?

Let's go ask him.

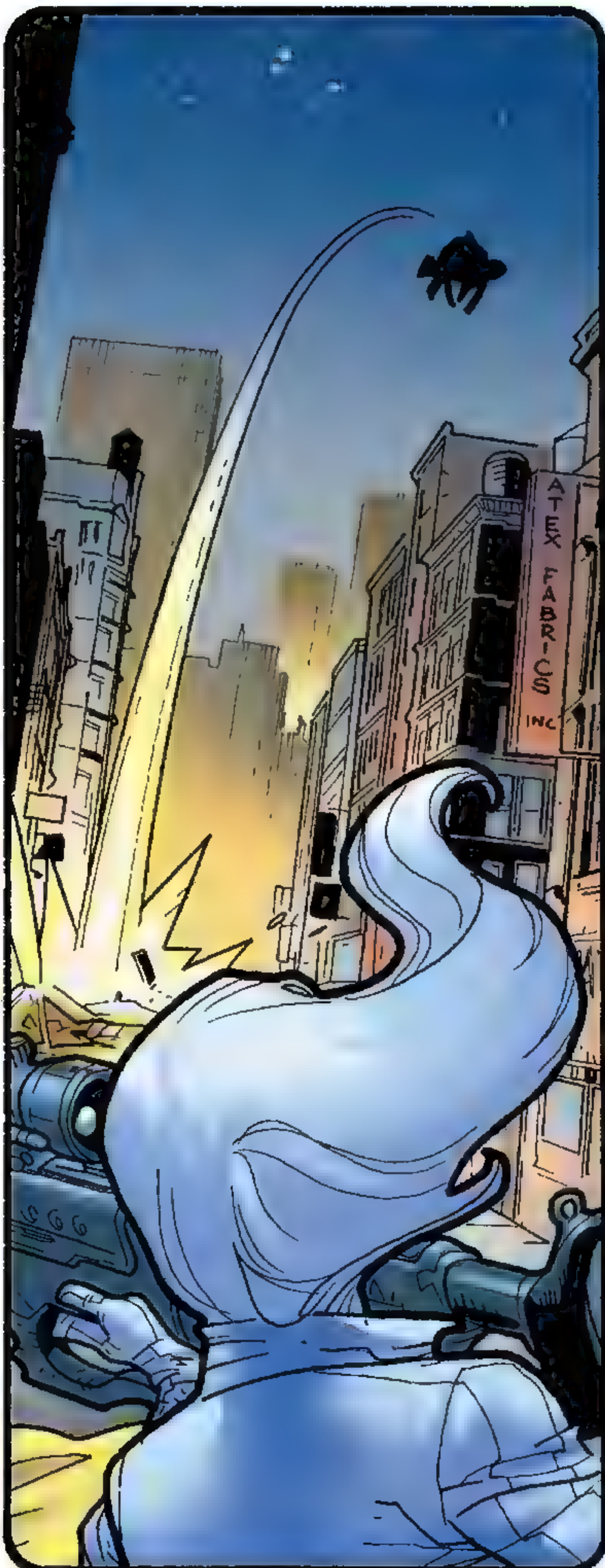






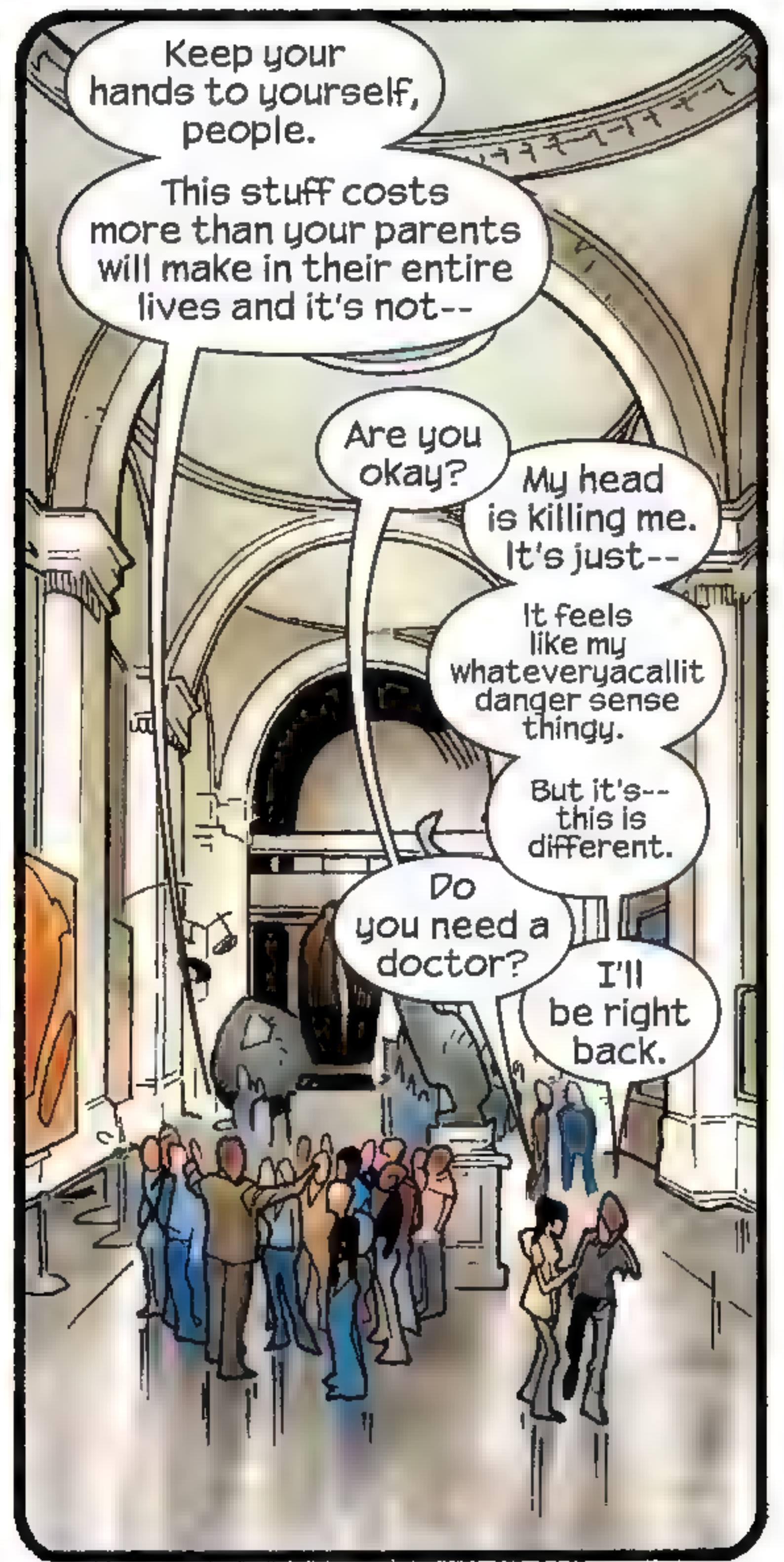
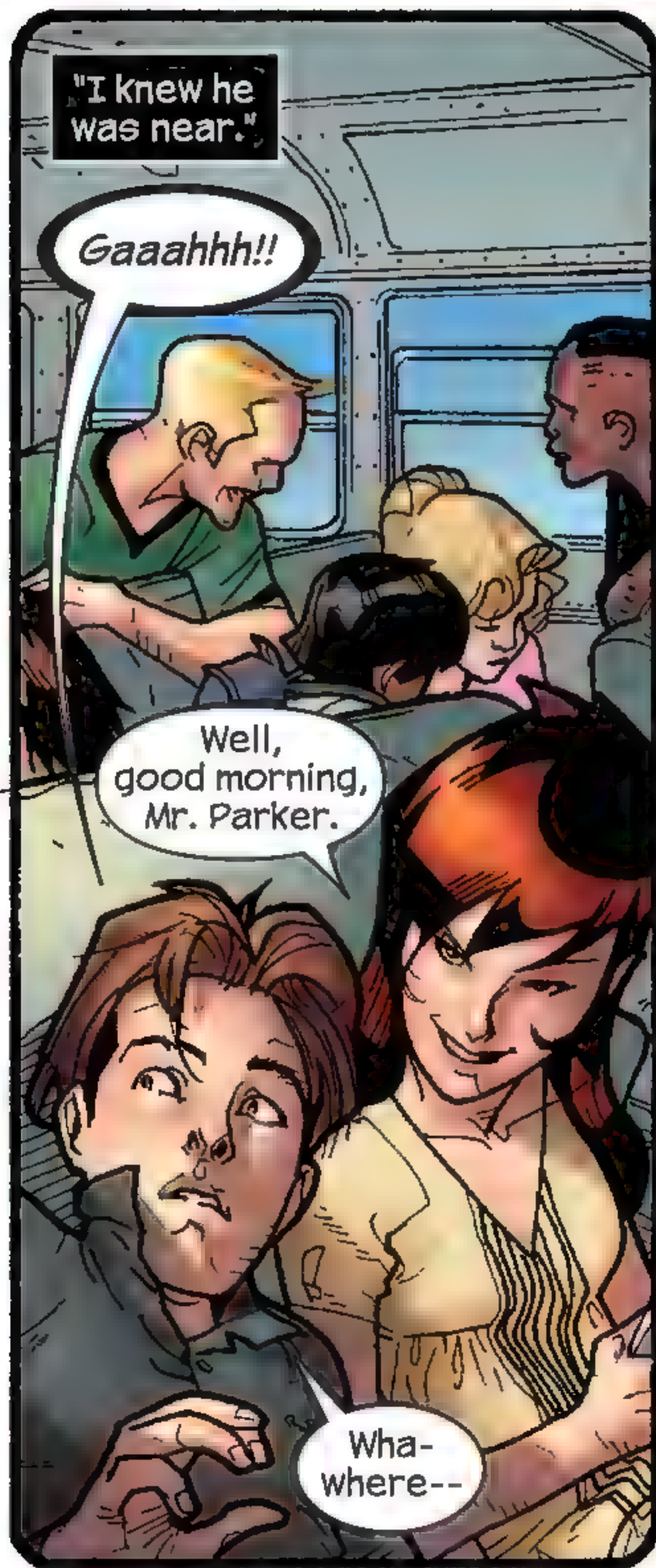


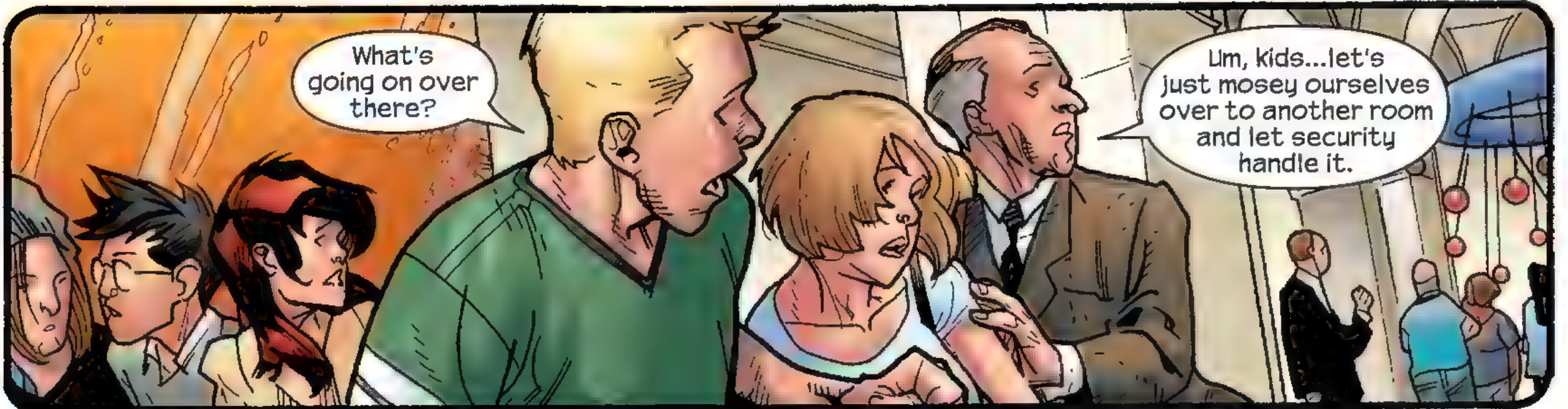


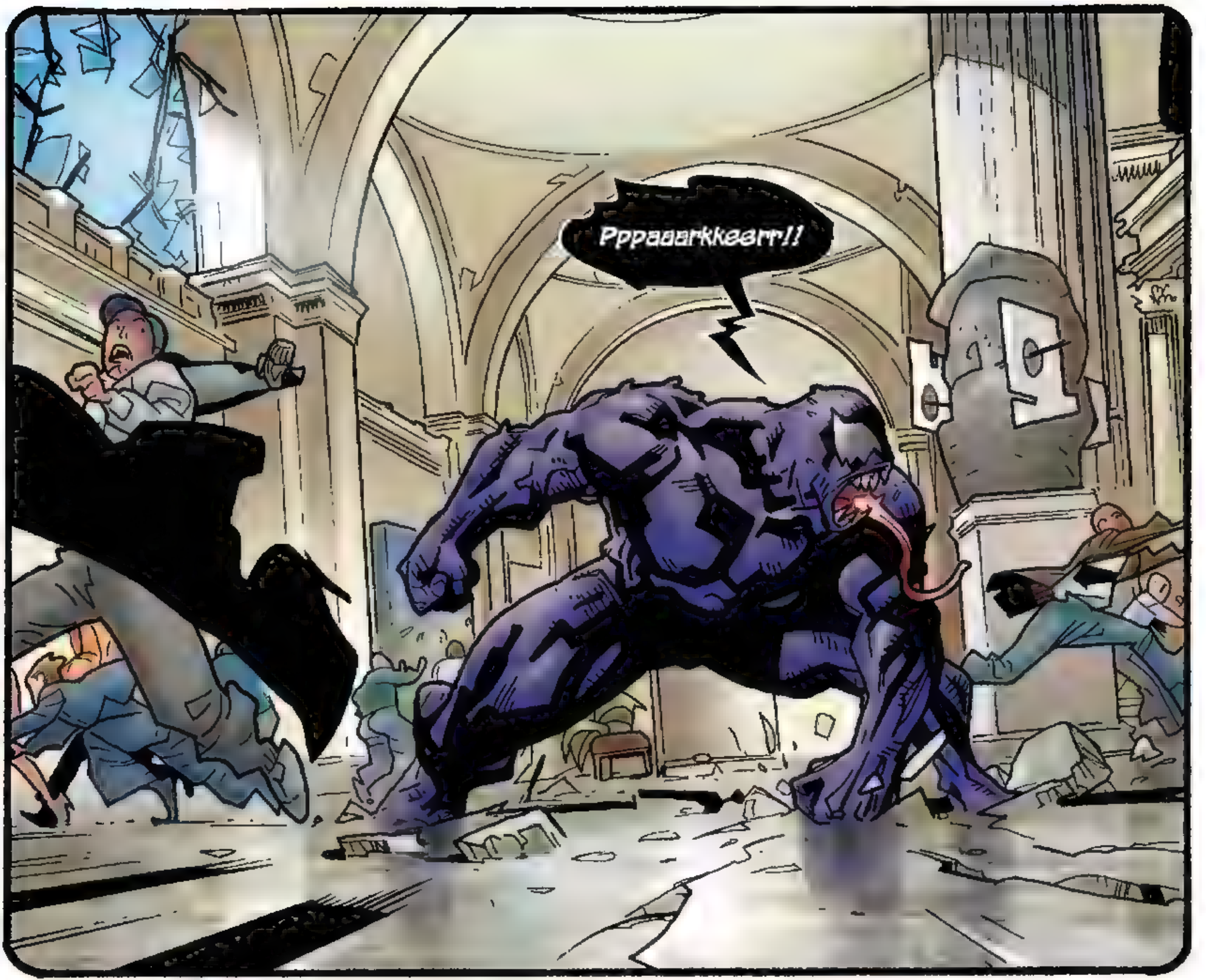


"I mean, that's-
that's probably
why I'm not that
good at it."



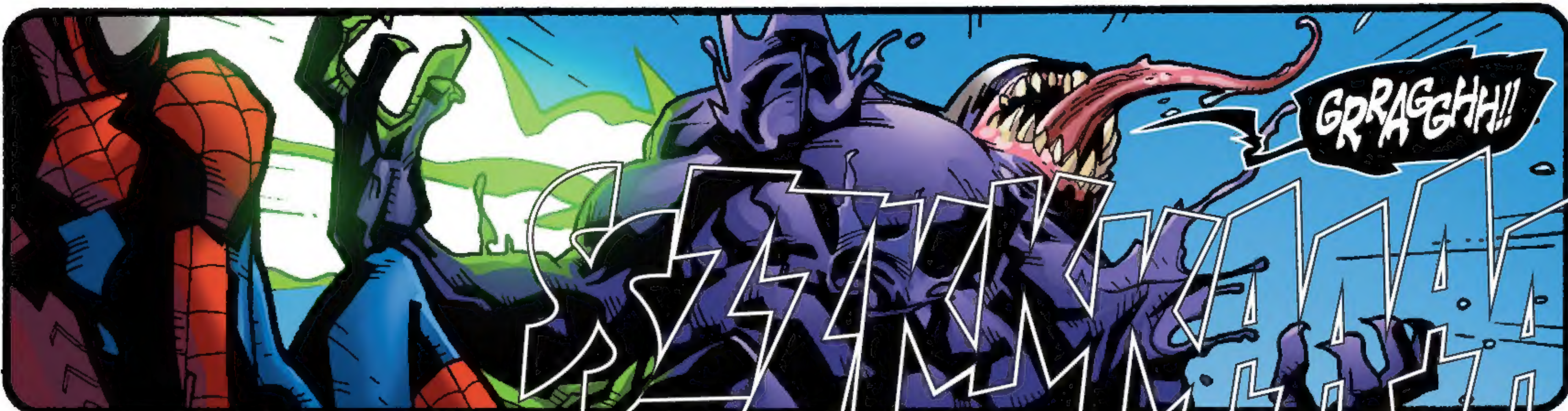
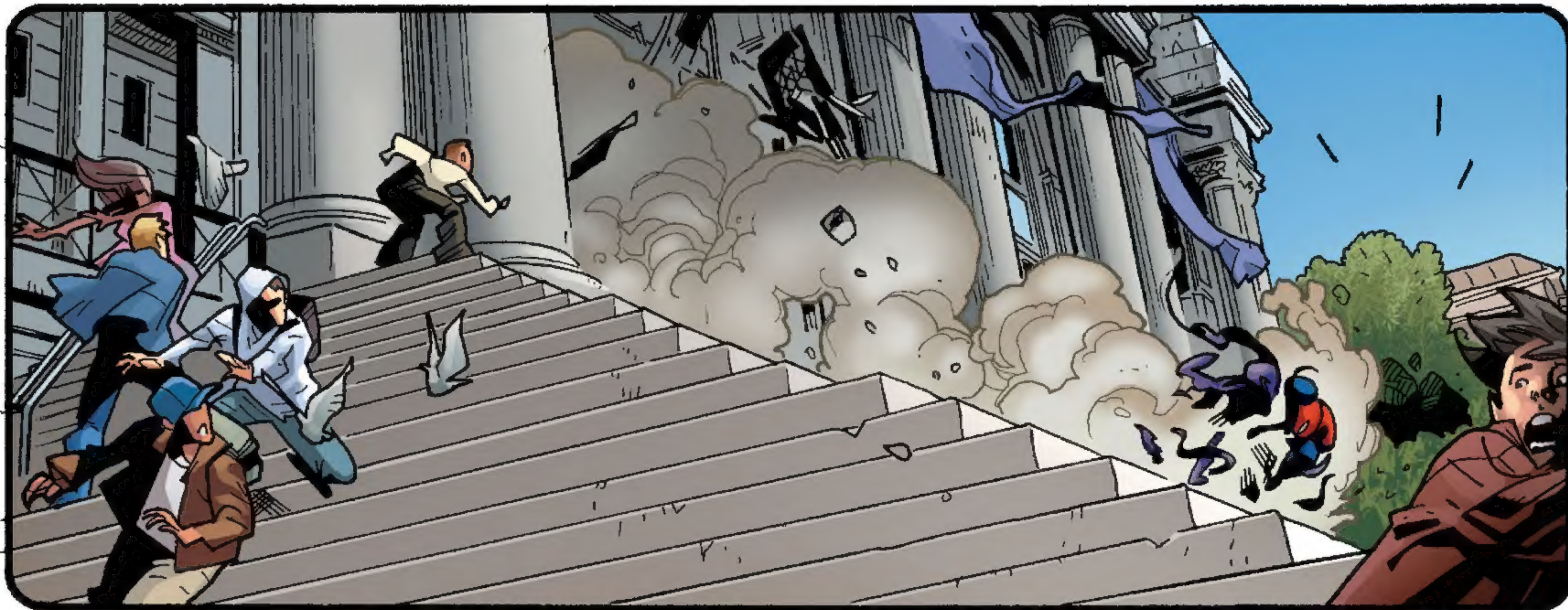


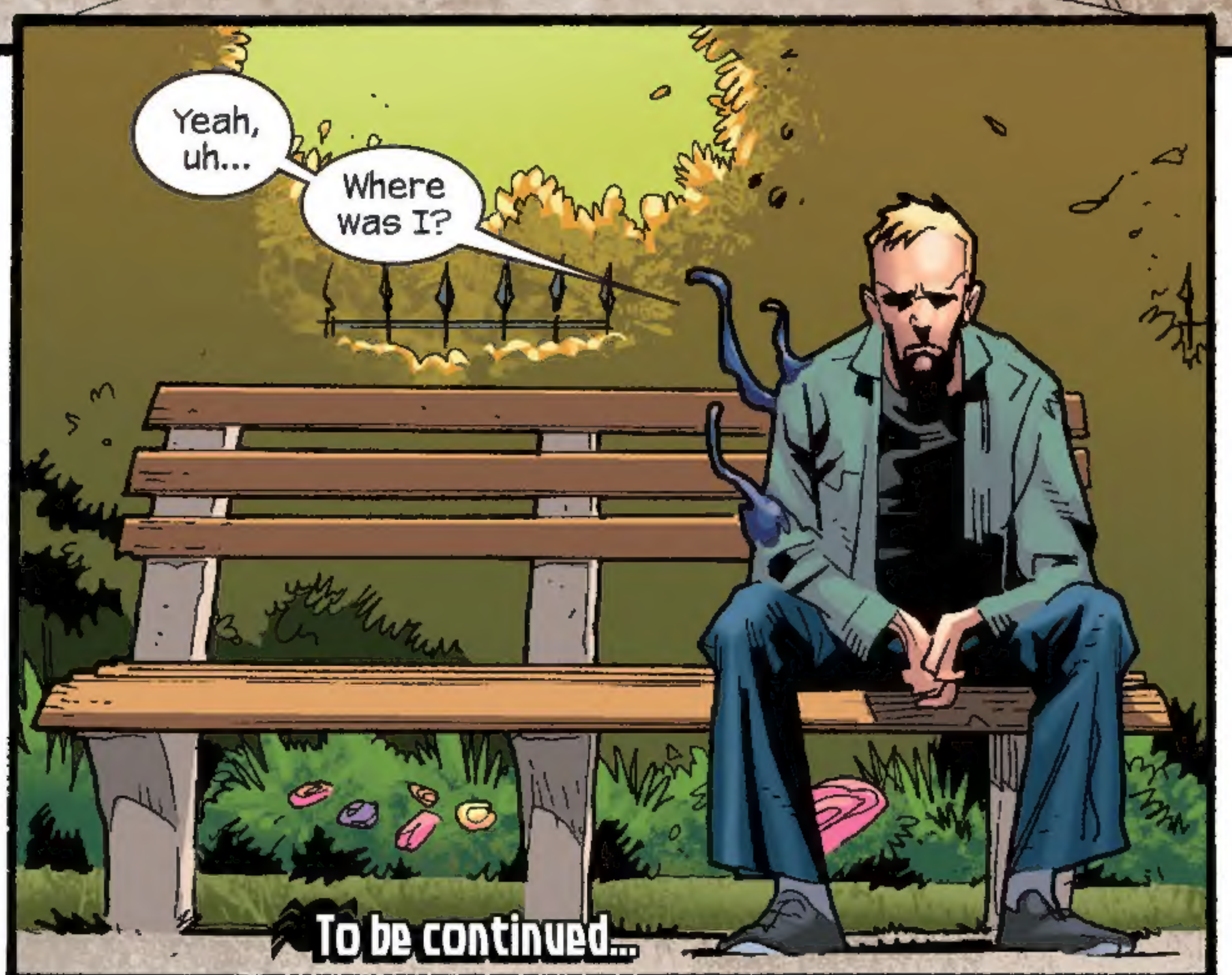
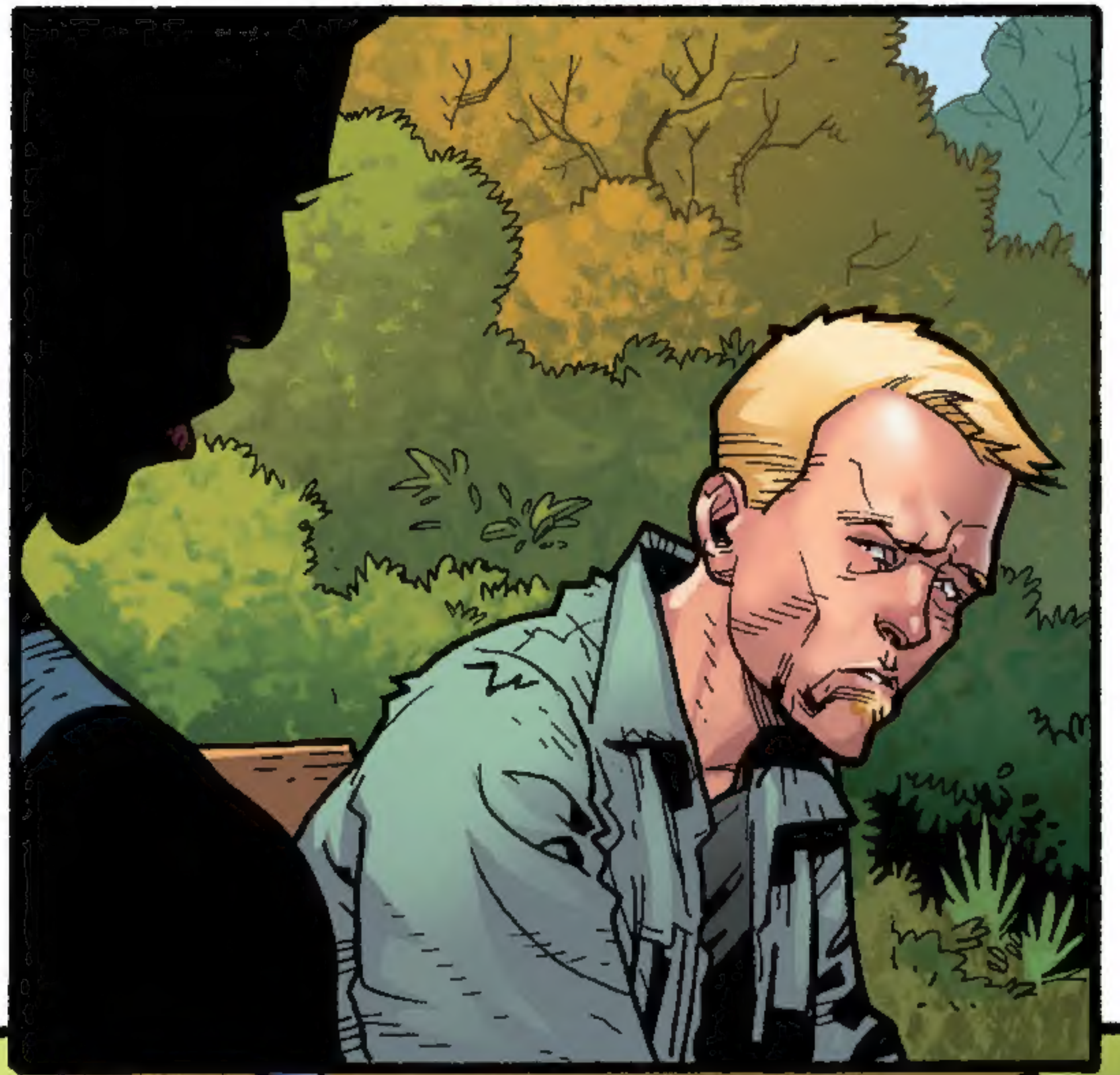














SON OF

VULTURON